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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
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**JOINT STIPULATION AND AGREED ORDER
DISALLOWING AND EXPUNGING CLAIM NUMBERS 2299 AND 2300
(CONSTELLATION NEWENERGY-GAS DIVISION,
LLC AND CONSTELLATION NEWENERGY, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Constellation NewEnergy - Gas Division, LLC ("CNEG"), and Constellation NewEnergy, Inc. ("CNE" and, together with CNEG, "Constellation") respectfully submit this Joint Stipulation And Agreed Order Disallowing and Expunging Proofs of Claim Numbers 2299 and 2300 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District

of New York; and

WHEREAS, CNEG filed Proof of Claim Number 2299 and CNE filed Proof of Claim Number 2300 on March 15, 2006, which assert unsecured non-priority claims in the amounts of \$93,001.07 and \$793,411.29, respectively, against Delphi (the "Constellation Delphi Claims"); and

WHEREAS, CNEG filed Proof of Claim Number 2381 and CNE filed Proof of Claim Number 2382 on March 23, 2006, which assert unsecured non-priority claims in the amounts of \$93,001.07 and \$793,411.29, respectively, against Delphi Automotive Systems LLC (the "Constellation DAS Claims"); and

WHEREAS, the Debtors objected to the Constellation Delphi Claims pursuant to the Debtors' Sixth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims and (B) Equity Claims (the "Objection") (Docket No. 6571); and

WHEREAS, on February 8, 2007 Constellation filed the Response of Constellation NewEnergy, Inc. and Constellation NewEnergy Gas Division, LLC to Debtors' Sixth Omnibus Objection to Claims (the "Response") (Docket No. 6898); and

WHEREAS, after arm's length negotiations, the Debtors and Constellation have agreed to settle and resolve the Objection and the Response upon the terms set forth herein.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Constellation agree and stipulate as follows:

1. The Constellation Delphi Claims (Proofs of Claim Numbers 2299 and 2300) shall be disallowed and expunged in their entirety.
2. Pursuant to Paragraph 5 of the Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging (A) Duplicate and Amended

Claims and (B) Equity Claims Identified in Sixth Omnibus Claims Objection, dated February 26, 2007 (Docket No. 7051), the Debtors will not seek to disallow or expunge the Constellation DAS Claims (Proofs of Claim Numbers 2381 and 2382) solely on the basis that the Constellation DAS Claims were filed against the wrong Debtor, provided that the Constellation Delphi Claims or the Constellation DAS Claims were originally filed against the correct Debtor.

3. Except as expressly provided in Paragraph 2, the Constellation DAS Claims shall remain subject to further objection on any grounds whatsoever, including, without limitation, that the Constellation DAS Claims were asserted against the incorrect Debtor, if Constellation did not file the Constellation Delphi Claims or the Constellation DAS Claims against the correct Debtor.

Dated: New York, New York
March 14, 2007

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
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[signatures concluded on following page]

Dated: Baltimore, Maryland
March 14, 2007

CONSTELLATION NEWENERGY - GAS
DIVISION, LLC and CONSTELLATION
NEWENERGY, INC.,
By their Attorneys,
DLA PIPER US LLP
By:

/s/ Maria Ellena Chavez-Ruark
MARIA ELLENA CHAVEZ-RUARK
(*pro hac vice*)
The Marbury Building
6225 Smith Avenue
Baltimore, MD 21209
(410) 580-4248

SO ORDERED

This ____ day of _____, 2007
in New York, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE